

ITEL

Itel Rail Corporation

55 Francisco
San Francisco, California 94133
(415) 984-4000
Telex 34234

May 30, 1985

RECORDATION NO. 14165 Filed 1425

JUN 28 1985 12 25 PM

INTERSTATE COMMERCE COMMISSION

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Bayne:

On behalf of Itel Rail Corporation, I submit for filing and recording, under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, the enclosed four executed counterparts of the following document:

Supplement No. 8 to the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982.

Please record this document under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among Itel Corporation, Itel Rail Corporation and First Security Bank of Utah, N.A. which was recorded with the I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Lease Agreement dated October 15, 1984 between Itel Corporation, Rail Division and Appalachicola Northern Railroad Company which was filed with the I.C.C. on March 13, 1985 and given Recordation No. 14594. *Cross-index*

The names and addresses of the parties to the aforementioned Supplement are:

1. Itel Corporation
55 Francisco Street
San Francisco, California 94133
2. Itel Rail Corporation
55 Francisco Street
San Francisco, California 94133
3. First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111

ICC OFFICE OF
THE SECRETARY
JUN 28 12 26 PM '85
MOTOR OPERATING UNIT

The equipment covered by this Supplement is fifty (50) 50'6", 70-ton, XM boxcars bearing reporting marks AN 2051-2100.

*Thank this
will be
14165+*

*Hand Signed
Agent*

Honorable Bayne
May 30, 1985
Page 2

Enclosed is a check for \$20.00 to cover the required filing fees for the Supplement.

Once the filing has been made, please return to the bearer the stamped counterparts of the documents not required for filing purposes, together with the fee receipt and the letter from the I.C.C. acknowledging the filings.

Very truly yours,

A handwritten signature in cursive script that reads "Denise M. Bottarini".

Denise M. Bottarini
Legal Assistant

/vdv/63
encl.

cc: Howard Chabner
Robert Clark
J. Michael Kelly
Virginia Hanger

05/22/85

RECORDATION NO. 141657
JUN 28 1985 12 05 PM
INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 8 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 8, dated May 22, 1985, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), **ITEL CORPORATION ("Itel")** and **ITEL RAIL CORPORATION**, a Delaware corporation ("Itel Rail").

WHEREAS, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of July 15, 1976, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on August 27, 1976 ("1976 Series 1 Equipment Trust") and given recordation number 8457; and

WHEREAS, the 1976 Series 1 Equipment Trust has been consolidated, amended and restated in the ETC Modification Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Itel Rail and the **WABASH VALLEY RAILROAD COMPANY ("WVRC")** are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of December 30, 1975 (such Lease, together with any amendments or supplements thereto, called the "WVRC Lease"), pursuant to which Itel Rail leased to WVRC certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from with the series WVRC 8000 through and including WVRC 8049; and

WHEREAS, pursuant to termination letter of the WVRC Lease dated March 18, 1981, the WVRC Lease was terminated with respect to certain equipment including fifty (50) units of Trust Equipment bearing reporting marks WVRC 8000 through and including 8049 ("Terminated Trust Equipment").

WHEREAS, Itel Rail has leased these fifty (50) units of Terminated Trust Equipment to the **APALACHICOLA NORTHERN RAILROAD COMPANY ("AN")** by means of a Lease dated October 15, 1984; and

WHEREAS, Itel Rail has changed the reporting marks of these fifty (50) units of Terminated Trust Equipment from the previous WVRC reporting marks to the current AN reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification Agreement require ITEL Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the ETC Modification Agreement, the parties agree as follows:

SECTION 1. Schedule 1A of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous fifty (50) WVRC reporting marks have been changed and remarked with the current fifty (50) AN reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification Agreement as set forth in Exhibit A and to supplement Schedule 1A-1G of the ETC Modification Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

(Seal):

Attest:

Miss Burton
Secretary

(Seal)

Attest:

Harold S. Cheber
Asst. Secretary

ITEL CORPORATION

By: [Signature]

ITEL RAIL CORPORATION

By: [Signature]

FIRST SECURITY BANK OF UTAH, N.A.

By: [Signature]

Authorized Officer

(Seal)

Attest:

Val 7. Orr
Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous WVRC Reporting Marks</u>	<u>Current AN Reporting Marks</u>
50	8000	2051
	8001	2052
	8002	2053
	8003	2054
	8004	2055
	8005	2056
	8006	2057
	8007	2058
	8008	2059
	8009	2060
	8010	2061
	8011	2062
	8012	2063
	8013	2064
	8014	2065
	8015	2066
	8016	2067
	8017	2068
	8018	2069
	8019	2070
	8020	2071
	8021	2072
	8022	2073
	8023	2074
	8024	2075
	8025	2076
	8026	2077
	8027	2078
	8028	2079
	8029	2080
	8030	2081
	8031	2082
	8032	2083
	8033	2084
	8034	2085
	8035	2086
	8036	2087
	8037	2088
	8038	2089
	8039	2090
	8040	2091

EXHIBIT A
(Continued)

CERTIFICATE OF REMARKING


<u>Units of Trust Equipment</u>	<u>Previous WVRC Reporting Marks</u>	<u>Current AN Reporting Marks</u>
	8041	2092
	8042	2093
	8043	2094
	8044	2095
	8045	2096
	8046	2097
	8047	2098
	8048	2099
	8049	2100

ITEL RAIL CORPORATION

By: DP Hayes
Authorized Officer

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

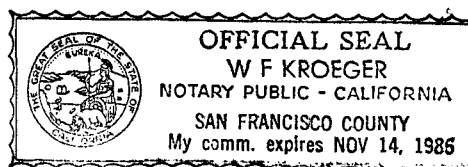
On this 29 day of May, 1985, before me personally appeared Arnold E. Dittl, to me personally known, who being by me duly sworn says that such person is Chief Operating Officer of ITEL Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public


My commission expires:

11-14-86



STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

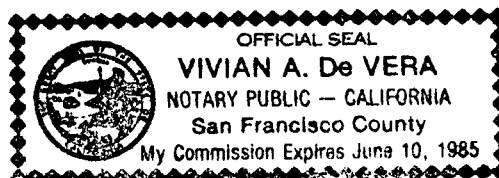
On this 24th day of May, 1985, before me personally appeared Desmond P. Nays, to me personally known, who being by me duly sworn says that such person is President of ITEL Rail Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

6-10-85



STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

On this 6th day of June, 1985, before me personally appeared Robert S. Clark, to me personally known, who being by me duly sworn says that such person is an authorized Officer of First Security Bank of Utah, N.A, a national banking association, that the foregoing instrument was signed on behalf of said national banking association signed by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David B. Smith
Notary Public

My commission expires:

10-16-88

